

I. Spiezio's creation of new entities following the Second Circuit's enforcement of Rogan II

The creation of Joseph F. Spiezio, III's ("Spiezio") new companies, beginning a few months before October 31, 2016, places Respondents' subsequent asset transfers into proper context. On June 6, 2016, the Second Circuit enforced the Board's Order finding that R&S Waste and Rogan Brothers were a single employer and holding R&S Waste jointly and severally liable for Rogan Brothers' unlawful terminations in *Rogan Brothers II*.² On July 7, 2016, Spiezio wrote to the Westchester County Solid Waste Commission ("Solid Waste Commission") about forming an entirely new waste hauling entity and changing R&S Waste and Frontline's names, bank accounts, and titles to the new entity, "Waste Services," within ninety days. Spiezio attached that letter to the license renewal applications for both R&S Waste and Frontline, and noted the applications are "extremely confidential". [Doc. 9-14].³

Based on the Second Circuit's enforcement of the Board's single employer finding and subsequent Mandate, the Board sought compliance from Respondent R&S Waste in *Rogan Brothers II*. The Board also commenced an investigation into whether R&S Waste should be

a subpoena served in this action pursuant to FRCP 45. [See Affidavit of Michael J. Bilik, which accompanies this supplemental memorandum].

² The Second Circuit's Judgment issued on June 6, 2016, and its Mandate issued on August 1, 2016. [Kurtzleben Aff. Exh. D (Doc. 9-3)].

³ On August 9, 2016, Spiezio again submitted documents to the Solid Waste Commission regarding his companies' applications, instructing that they were sent "as confidential and therefore not to be released to anyone other than the Solid Waste Commission. I do not feel these items should be released under a freedom of information request unless ful[ly] redacted and approved by the undersigned." [Doc. 9-25]. These instructions to the Solid Waste Commission flatly contradict Respondents' claim at the January 3 hearing that, because these documents are all public, Respondents could not have been "concealing" anything. Quite the contrary, Spiezio was doing all he could to keep these documents from being released to anyone without his prior approval.

held derivatively liable for Rogan Brothers' conduct in *Rogan Bros. Sanitation, Inc.*, 357 NLRB 1655 (2011) [*Rogan Brothers I*], [Kurtzleben Aff. Exh. A (Doc. 9-31)], including monetary backpay liability. On October 31, 2016, the Board, by Region 2 Compliance Officer Rachel Kurtzleben, emailed R&S Waste counsel seeking both compliance with the *Rogan Brothers II* court-enforced Order, and a position as to whether R&S Waste should be held derivatively liable for Rogan Brothers' unlawful terminations in *Rogan Brothers I* as a *Golden State* successor.

Beginning just three days later, between November 3 and 7, 2016, and unbeknownst to the Board, Spiezio emailed the Solid Waste Commission about how to assign active customer contracts to a new unidentified entity. [Kurtzleben Aff. Exh. BB (Doc. 9-27)]. In response to the Solid Waste Commission's notification to Spiezio that he would have to "re-sign all outstanding contracts with the new licensed entity," Spiezio responded: "[w]e can assign [the contracts] and there is not (sic) break to allow others in [...]." [*Id.*] Upon learning that he would not be able to assign customer contracts to a new entity unilaterally, Spiezio wrote "I will form the new entity first and then as contracts expire sign under new [entity] instead [...]." [Attachment 1]. On November 7, 2016, the Solid Waste Commission responded that "[s]igning the contracts as they expire works, remember Frontline and R & S have to be licensed until that process is complete." Spiezio responded the same day "[o]r change the name of frontline to waste services." [*Id.*].

The following day, November 8, 2016, Spiezio changed the name of Frontline to Waste Services, but did not change the name of R&S Waste. [Kurtzleben Aff. Exh. G (Doc. 9-6, p. 11)]. On November 25, 2016, Spiezio certified with the New York Department of State that Waste Services would operate under several assumed names, including "R&S Waste." [*Id.* (Doc. 9-6, pp. 4, 6, 10)].

II. Spiezio's transfer of R&S Waste's employees and trucks to Waste Services and to ECSI

Between January and April 2017, Spiezio transferred all R&S Waste employees to a new entity, Respondent ECSI America, Inc. ("ECSI"), which only existed to employ individuals employed within Spiezio's waste-hauling enterprise. [Kurtzleben Aff. Exhs. H (Doc. 9-7), Q (Doc. 9-16), and R (Doc. 9-17)]. Thus, as of March 24, 2017, R&S Waste and Waste Services no longer had any employees. [Kurtzleben Aff. Exh. S (Doc. 9-18)].

Beginning on June 8, 2017, again unbeknownst to the Board, Spiezio began the process of transferring all twenty-two R&S Waste trucks to Waste Services. The first truck was transferred on June 8, 2017, upon email request by Respondents' sales manager Frank Vetrano to the Solid Waste Commission. [Attachment 2]. On July 20, 2017, by email from Vetrano to the Solid Waste Commission, Respondents transferred an additional thirteen trucks from R&S Waste to Waste Services.⁴ [Attachment 3]. On September 11, 2017, by email from Vetrano to the Solid Waste Commission, Respondents transferred four of the remaining eight trucks from R&S Waste to Waste Services. [Attachment 4]. And finally, on October 13, 2017, by email from Vetrano to the Solid Waste Commission, Respondents transferred the final four trucks from R&S Waste to Waste Services. On October 20, 2017, the Solid Waste Commission confirmed by email to Vetrano that R&S Waste owned zero trucks and Waste Services owned thirty-five trucks. [Kurtzleben Aff. Exh. DD (Doc. 9-29)]. The foregoing transfer requests included no explanation as to why R&S Waste's assets were moved to Waste Services.

As of October 20, 2017, Respondent R&S Waste had no employees and no trucks.

⁴ After the June 20, 2017 transfer, the R&S Waste truck inventory dropped from twenty-one to eight trucks. The VIN numbers of these thirteen transferred trucks were identified by comparing the R&S Waste truck inventories in Attachments 2 and 3. All thirteen of these former R&S Waste trucks appear on Waste Service's September 14, 2017 truck inventory contained in Attachment 4.

III. Respondents are currently in the process of selling or dissipating their assets

Not only has the Board firmly established that Respondents have already disposed of their assets with the effect of hindering or delaying the Board, it now has clear evidence that Respondent Waste Services is also “about to” dispose of assets. At the close of business on January 2, 2019, the Board received a Sale Application and Letter of Intent related to Respondents’ pending sale of assets.⁵ These records are attached hereto as Attachments 6 and 7.

The Sale Application, signed by Spiezio on November 30, 2018, proposed the sale of “customer accounts, customer contracts, and associated equipment,” from Waste Services to Oak Ridge Waste and Recycling of CT, LLC (“Oak Ridge”). The Sale Application does not specify the number of accounts or contracts or the percentage of either being sold, but does indicate that 20% of the sale price would consist of containers, and that Waste Services would transfer one identified front-load truck (VIN#1M2AV02CXGM0) and an unidentified roll-off truck. The identified truck included with the sale is one of the trucks listed in the Writ of Attachment entered by the Court on December 17, 2018 [Doc. 11].

The Letter of Intent between Waste Services and Oak Ridge, dated November 15, 2018, indicates Respondents intend to sell the following assets for a sum of \$550,000:

substantially all of the assets relating to, used or useful in the Roll Off Business or [...] disposal of non-hazardous, construction and demolition material for certain customers in Northern Westchester and Putnam Counties [including] all equipment of any kind used to operate the Roll Off Business, [...] all containers, [...] any prepaid assets and unbilled receivables, full and complete active and historical customer lists, any contracts in relation to such customers [...]

⁵ The Solid Waste Commission furnished these records in partial response to a FRCP Rule 45 subpoena served by the Board [Doc. 24].

The Letter of Intent also indicates that Oak Ridge “will not assume any liabilities related to the Assets or the Business” and that Waste Services “shall be responsible for the full discharge in full of all liabilities related to the Assets and Business.”

Despite the Protective Restraining Order and Writ of Attachment entered by this Court on December 17, 2018, and at least two resulting conversations between counsel for the Board and for Respondents, Respondents have made no mention to the Board of this pending asset sale. This serves to confirm the Board’s reasonable cause to believe that Respondents not only have transferred assets, but that they are about to transfer, dissipate, or otherwise conceal their assets if given the opportunity to make themselves judgment-proof.

Finally, despite Respondents’ representations at the January 3, 2018 hearing that their trucks are worth millions of dollars, they refused to voluntarily grant the Board a lien for the amounts sought in the Board’s compliance specification pending the ultimate outcome of the compliance proceeding. This flat refusal could only be explained by Respondents’ desire to be free to transfer, sell, or dispose of the trucks in the future.

IV. The Board has satisfied the requirements for obtaining the prejudgment relief it has requested in this action pursuant to the FDCPA

The requirements the Board must satisfy in order to be entitled to a prejudgment remedy under the FDCPA are outlined in 28 U.S.C. § 3101(b). Specifically, under 28 U.S.C. § 3101(b)(1), the Board must show reasonable cause to believe that the debtor:

(B) *has or is about to* assign, dispose, remove, conceal, ill treat, waste or destroy property with the *effect of hindering, delaying* or defrauding the United States; [or]

(C) *has or is about to* convert the debtor’s property into money, securities, or evidence of debt in a manner prejudicial to the United States *with the effect of hindering, delaying*, or defrauding the United States . . . [emphasis added].

It bears emphasizing that Section 3101(b) of the FDCPA does not require the Board to establish Respondents' intent to evade its financial obligations to the government. For prejudgment relief, it is sufficient to show that Respondents have transferred assets "with the effect of hindering [or] delaying" the Board's efforts to obtain satisfaction of an eventual monetary judgment.

Upon the Court's determination the Board has made a satisfactory showing, Section 3101(e) of the FDCPA directs that: "the [C]ourt *shall* issue all process sufficient to put into effect the prejudgment remed[ies] sought." [emphasis added]. Section 3102(a)(1) of the FDCPA further provides:

Any property in the possession, custody, or control of the debtor and in which the debtor has a substantial nonexempt interest, except earnings, may be attached pursuant to a writ of attachment in an action or proceeding against a debtor on a claim for a debt and may be held as security to satisfy such judgment, and interest and costs, as the United States may recover on such claim.

The facts presented by the Board in this proceeding demonstrate that Respondents have sought to evade compliance with the Board's Court-enforced Orders. The Second Circuit enforced the *Rogan Brothers II* Board Order finding R&S Waste jointly and severally liable as a single employer with Rogan Brothers during a period in which Spiezio had control of Rogan Brothers' operations and thus knowledge of Rogan Brothers' liabilities. That single employer finding immediately triggered Respondents' liability to the Board in *Rogan Brothers II* and potential derivative liability attached to Spiezio's absorption of Rogan Brothers, including in *Rogan Brothers I* and in separate ERISA litigation.⁶ Simply put, the Board's court-enforced single employer finding in *Rogan Brothers II*, along with the resulting compliance investigation into derivative liability for *Rogan Brothers I*, gave Spiezio a motive for stripping R&S Waste of

⁶ On March 28, 2018, in Case No. 1-12-cv-6249, Judge Carter found R&S Waste jointly and severally liable for Rogan Brothers' ERISA liability, based in large part upon the Board's single employer finding in *Rogan Brothers II*. [Kurtzleben Aff. Exh. CC (Doc. 9-28)].

assets. As outlined above, Spiezio took numerous responsive steps that establish a pattern of concealing and/or transferring his businesses and their assets, with the effect of hindering and/or delaying the Board's efforts to obtain satisfaction of an eventual monetary Judgment against Respondents.

The Board here has demonstrated much more than reasonable cause to believe that Respondents have "assign[ed], dispose[d], remove[d], conceal[ed], ill-treat[ed], waste[d], or destroy[ed] property" and/or "ha[ve] . . . convert[ed] the debtor's property into money, securities, or evidence of debt in a manner prejudicial to the United States" with the effect of "hindering, delaying, or defrauding the United States" as required by 28 U.S. C. § 3101(b)(1)(B), (C). The Respondents' transfer of R&S Waste's assets demonstrates the likelihood that without prejudgment relief, Respondents will be rendered financially insolvent before the Board is able to liquidate the amount of backpay owing through the pending compliance proceedings. These transfers alone require the Court to maintain in effect the prejudgment relief it has already granted. That newly acquired evidence demonstrates that Respondents are "about to" transfer assets to a third party is alarming to the Board and serves to further emphasize the need for prejudgment relief.

WHEREFORE, because the Board has satisfied the requirements for prejudgment relief under Section 3101 of the FDCPA, and because the requested security is both appropriate and necessary, the Board respectfully requests the Court maintain in effect the Protective Restraining Order and Writ of Attachment entered on December 17, 2018, without modification.

Respectfully submitted,

NATIONAL LABOR RELATIONS BOARD

/s/ Michael J. Bilik

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Dated at Washington, D.C.
this 7th day of January, 2019

ATTACHMENT 1

From: [Sheridan, Elaine](#)
To: [Sheridan, Elaine](#)
Subject: e-mails- "streamlining companies" and existing contracts November 2016
Date: Monday, August 07, 2017 11:28:06 AM
Importance: High

From: Sheridan, Elaine
Sent: Monday, November 07, 2016 9:23 AM
To: 'Joseph Spiezio'
Subject: RE: RE: RE:

OK, then all we need is the name change paperwork filed with the Secretary of State. No need for a new entity.

From: Joseph Spiezio [<mailto:joseph.spiezio@wasteservices.net>]
Sent: Monday, November 07, 2016 9:04 AM
To: Sheridan, Elaine
Subject: Re: RE: RE:

Or change name of frontline to waste services

Joseph F. Spiezio, III JD
Chairman/CEO
914-378-0100 ext 1851
914-992-8430 fax

Sent from my iPhone

On Nov 7, 2016, at 8:48 AM, Sheridan, Elaine <eas3@westchestergov.com> wrote:

Signing the contracts as they expire works, remember Frontline and R & S have to be licensed until that process is complete.

From: Joseph Spiezio [<mailto:joseph.spiezio@wasteservices.net>]
Sent: Friday, November 04, 2016 10:02 PM
To: Sheridan, Elaine
Subject: RE: RE:

I will form the new entity first and then as contracts expire sign under new instead since that chapter I believe the intent was not for same company but to eliminate if a purchase of one entity was acquired by another

From: Sheridan, Elaine [<mailto:eas3@westchestergov.com>]
Sent: Friday, November 4, 2016 4:43 PM
To: Joseph Spiezio <joseph.spiezio@wasteservices.net>
Subject: RE: RE:

That was the purpose of my note to file, you just can't change a party to a contract. City had the same problem. I believe it's contract law, restated in ours.

Section 826-a.403. Assignment of Service Contracts; Subcontracting of Services.

1. A Licensee or Registrant who arranges for the provision of services by a subcontractor or an assignee for the removal, collection or disposal of Solid Waste, or for Solid Waste brokering services related thereto, **shall give notice of such subcontracting or assignment to all customers** of the Licensee or Registrant who will be required to utilize the services of such subcontractor or assignee, or whose services will otherwise be impacted by such subcontracting or assignment, prior to the provision of services by such subcontractor or assignee, **Such notification of subcontracting or assignment shall be upon a form prescribed by the Commission, and shall be made by certified mail, with the receipt of delivery thereof maintained by the Licensee or Registrant.**
2. No subcontracting or assignment of services by the Licensee or Registrant shall eliminate any obligation on the part of such Licensee or Registrant to maintain compliance with the provisions of this Chapter.

From: Joseph Spiezio [<mailto:joseph.spiezio@wasteservices.net>]
Sent: Friday, November 04, 2016 4:33 PM
To: Sheridan, Elaine
Subject: RE: RE:

Why would I do this and allow the contracts to be cancelled

From: Sheridan, Elaine [<mailto:eas3@westchestergov.com>]
Sent: Friday, November 04, 2016 4:31 PM
To: Joseph Spiezio <joseph.spiezio@wasteservices.net>
Subject: RE: RE:

Here's the form, we just re-did it.

From: Joseph Spiezio [<mailto:joseph.spiezio@wasteservices.net>]
Sent: Friday, November 04, 2016 4:27 PM
To: Sheridan, Elaine
Subject: Re: RE:

We can assign and there is not break to allow others in or I will keep all till signed

Joseph F. Spiezio, III JD
Chairman/CEO
914-378-0100 ext 1851
914-992-8430 fax

Sent from my iPhone

On Nov 4, 2016, at 3:28 PM, Sheridan, Elaine <eam3@westchestergov.com> wrote:

Joe,

Note to file, you will have to re-sign all outstanding contracts with the new licensed entity when appropriate.

E

From: Joseph Spiezio [<mailto:joseph.spiezio@wasteservices.net>]
Sent: Thursday, November 03, 2016 8:28 PM
To: Sheridan, Elaine
Cc: O'Callaghan, Patricia
Subject:

Elaine

When free Friday I need to chat about my kids and the name change

Joseph F. Spiezio, III
Chairman

Waste Services Inc.
Corporate Offices
1 Radisson Plaza
New Rochelle, New York 10801
914-378-0100 Ext 1851
914-231-0100 Direct
914-410-9080 Dispatch

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No virus found in this message.

Checked by AVG - www.avg.com

Version: 2016.0.7859 / Virus Database: 4664/13346 - Release Date: 11/04/16

No virus found in this message.

Checked by AVG - www.avg.com

Version: 2016.0.7859 / Virus Database: 4664/13346 - Release Date: 11/04/16

No virus found in this message.

Checked by AVG - www.avg.com

Version: 2016.0.7859 / Virus Database: 4664/13346 - Release Date: 11/04/16

ATTACHMENT 2

From: [Sheridan Elaine](#)
To: [Sheridan Elaine](#)
Subject: FW: R&S waste
Date: Monday, August 07, 2017 9:30:09 AM
Attachments: [doc08282020170608120043.pdf](#)
[Decal 70521.msg](#)

From: Sheridan, Elaine
Sent: Thursday, June 08, 2017 4:40 PM
To: 'Frank Vetrano'
Cc: Spatola, Jennifer
Subject: R&S waste

Frank,

We received decal 70521 and took it off, effective today. We also moved decal 71001 to Waste Services LLC as per the attached, effective today.

Business Name: R&S Waste Services, Inc. **License**
Number: 378

Total found :21

Vin	License Plate Number	State	Year	Decal Number	Decal Year	Model	Make
1M2AG11C84M011272	23882PC	NY	4	70533	2017	UTIL	Mack
1M2AX04C6CM012506	23886PC	NY	2012	70530	2017	DUMP	MACK
1M2AX04C4CM012505	58096PC	NY	2012	70531	2017	DUMP	MACK
1M2K195C9YM015075	29591MD	NY	2000	70517	2017	Utility	Mack
1M2K195C83M021717	46860PC	NY	2003	70520	2017	Dump	Mack
1M2AX04C5CM011752	23888PC	NY	2012	70532	2017	Dump	Mack
1M2K195C31M018057	66853MD	NY	2001	70519	2017	DUMP	MACK
5PVNJ8JV0E4S56375	36482PC	NY	2014	70522	2017	TR	Hino
JHBNV8JT451S10155	87766MC	NY	2005	70516	2017	Dump	Hinoo
516M3LLE1EH217626	45139PC	NY	2014	70525	2017	ACM42	AUTO CAR
1M2AV17C6EM010720	45842MJ	NY	2014	70524	2017	DUMP	MACK
1M2K195C4YM015078	28034PC	NY	2000	70518	2017	Utility	Mack
1M2AV17C3FM010921	14599MG	NY	2015	70523	2017	Dump	Mack
1M2AV17C8FM010896	46861PC	NY	2015	70526	2017	DUMP	MACK
2FZMAZDE25AU04117	51966PC	NY	2005	70536	2017	DUMP	STERLING
5VCACLSF0FH219424	61440MH	NJ	2015	70528	2017	ACX54	Autocar
1M2K189C65M027569	51967PC	NY	2005	70537	2017	DUMP	MACK
2NPLHZ7X37M739026	51968PC	NY	2007	70535	2017	UTILITY	PETERBILT
5VCACLSF7FH219422	61362MH	NJ	2015	70527	2017	XC32RL	Autocar
5VCALLSF8FH219428	61363MH	NY	2015	70529	2017	AUTOCAR	MACK
5VCACLF9AH210648	97853MH	NY	2010	70534	2017	DUMP	AUTOC

From: Frank Vetrano [<mailto:Frank.Vetrano@wasteservices.net>]
Sent: Thursday, June 08, 2017 12:10 PM
To: Sheridan, Elaine
Subject: Emailing - R&S waste

Elaine, e mailing you our license list. Kindly make adjustment as noted.

Business Name: R&S Waste Services, LLC

Vehicle: Mack 2015

Plate # n8384w

Remove from R&S vehicle list and include it on Waste Services, Inc vehicle list.

Remove Mack 2001 decal # 70521 taken off road. Decal mailed to your office.

Sincerely

*R+S Waste Services, LLC*Business Name: R+S Waste Services, Inc.

License Number: 378

Total found: 2821

Vin	License Plate Number	State	Year	Decal Number	Decal Year	Model	Make	
✓ 1M2AG11C84M011272	23882PC	NY	4	70533	2017	UTIL	Mack	R021
✓ 1M2K185C11M008721	53607PC	NY	2001	70521	2017	Dump	Mack	107
✓ 1M2AX04C6CM012506	23886PC	NY	2012	70530	2017	DUMP	MACK	R01
✓ 1M2AX04C4CM012505	58096PC	NY	2012	70531	2017	DUMP	MACK	R02
✓ 1M2K195C9YM015075	29591MD	NY	2000	70517	2017	Utility	Mack	102
✓ 1M2K195C83M021717	46860PC	NY	2003	70520	2017	Dump	Mack	105
✓ 1M2AX04C5CM011752	23888PC	NY	2012	70532	2017	Dump	Mack	R04
✓ 1M2K195C31M018057	66853MD	NY	2001	70519	2017	DUMP	MACK	104
✓ 5PVNJ8JV0E4S56375	36482PC	NY	2014	70522	2017	TR	Hino	142
✓ JHBNV8JT451S10155	87766MC	NY	2005	70516	2017	Dump	Hino	101
✓ 516M3LLE1EH217626	45139PC	NY	2014	70525	2017	ACM42	AUTO CAR	G50
✓ 1M2AV17C6EM010720	45842MJ	NY	2014	70524	2017	DUMP	MACK	FL52
✓ 1M2K195C4YM015078	28034PC	NY	2000	70518	2017	Utility	Mack	103
✓ 1M2AV17C3FM010921	14599MG	NY	2015	70523	2017	Dump	Mack	FL50
✓ 1M2AV17C8FM010896	46861PC	NY	2015	70526	2017	DUMP	MACK	G52
✓ 2FZMAZDE25AU04117	51966PC	NY	2005	70536	2017	DUMP	STERLING	TR14
✓ 5VCACLSF0FH219424	61440MH	NJ	2015	70528	2017	ACX54	Autocar	G57
✓ 1M2K189C65M027569	51967PC	NY	2005	70537	2017	DUMP	MACK	110
✓ 2NPLHZ7X37M739026	51968PC	NY	2007	70535	2017	UTILITY	PETERBILT	TR4
✓ 5VCACLSF7FH219422	61362MH	NJ	2015	70527	2017	XC32RL	Autocar	G56
✓ 5VCALLSF8FH219428	61363MH	NY	2015	70529	2017	AUTOCAR	MACK	G58
✓ 5VCACLK9AH210648	97853MH	NY	2010	70534	2017	DUMP	AUTOC	SP242
1M2AV04CXFM012812	N8384W	FL	2015	71001	2017	Dump	Mack	G002

Waste Services, Inc.

ATTACHMENT 3

From: [Sheridan, Elaine](#)
To: [Sheridan, Elaine](#)
Subject: FW: R & S Waste Services - vehicle list 7/25/17
Date: Monday, August 07, 2017 9:28:02 AM
Attachments: [doc08486120170718163851.pdf](#)

From: Sheridan, Elaine
Sent: Tuesday, July 25, 2017 11:48 AM
To: 'Frank Vetrano'
Cc: Spatola, Jennifer
Subject: R & S Waste Services - vehicle list 7/25/17

This is the updated R & S vehicle list, 7/25/17

Business Name: R&S Waste Services, Inc. **License**
Number: 378

Total found :8

Vin	License Plate Number	State	Year	Decal Number	Decal Year	Model	Make
JHBNV8JT451S10155	87766MC	NY	2005	70516	2017	Dump	Hino
1M2K195C9YM015075	29591MD	NY	2000	70517	2017	Utility	Mack
1M2K195C31M018057	66853MD	NY	2001	70519	2017	DUMP	MACK
1M2AV17C3FM010921	14599MG	NY	2015	70523	2017	Dump	Mack
5VCACLSF7FH219422	61362MH	NJ	2015	70527	2017	XC32RL	Autocar
5VCACLSF0FH219424	61440MH	NJ	2015	70528	2017	ACX54	Autocar
5VCALLSF8FH219428	61363MH	NY	2015	70529	2017	AUTOCAR	MACK
5VCACLK9AH210648	97853MH	NY	2010	70534	2017	DUMP	AUTOC

From: Frank Vetrano [<mailto:Frank.Vetrano@wasteservices.net>]
Sent: Thursday, July 20, 2017 9:00 AM
To: Sheridan, Elaine
Subject: Emailing - R & S Waste services

Elaine, I'm emailing you our up dated vehicle list for R&S Waste Services.

R&S Waste Services, LLC DOT: 2171152							
Make	Year	Model	VIN	State	License Plate #	Capacity	Truck #
HINO	2005	DUMP	JHBNV8J7451S10155	NY	87766MC	20yds	101
MACK	2000	DUMP	1M2K195C9YM015075	NY	29591MD	20yds	102
MACK	2001	DUMP	1M2K195C31M018057	NY	66853MD	25yds	104
MACK	2015	DUMP	1M2AV17C3FM010921	NY	14599MG	40yds	FL-50
AUTOCAR	2015	DUMP	5VCACLSF7FH219422	NY	61362MH	32yds	G-56
AUTOCAR	2015	DUMP	5VCACLSF0FH219424	NY	61440MH	32yds	G-57
AUTOCAR	2015	DUMP	5VCACLSF8FH219428	NY	61363MH	32yds	G-58
AUTOCAR	2010	DUMP	5VCACLKF9AH210648	NY	97853MH	30yds	SP242

UPDATED LIST FOR R+S WASTE VEHICLES

ATTACHMENT 4

Sheridan, Elaine

From: Frank Vetrano <Frank.Vetrano@wasteservices.net>
Sent: Thursday, September 14, 2017 1:46 PM
To: Sheridan, Elaine
Subject: RE: Waste Services - R & S VEHICLE LIST UPDATE

Thank you I will review if any issues I will call you.
Be well

*Frank Vetrano
Sales/Service
R&S WASTE SERVICES
1 Radisson Plaza 8th floor
New Rochelle, NY 10801
O: 914-378-0100 ext.1853
C: 914-490-8526
F: 914-355-4270*

DISCLAIMER

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From: Sheridan, Elaine [<mailto:eas3@westchestergov.com>]
Sent: Thursday, September 14, 2017 11:33 AM
To: Frank Vetrano
Cc: Spatola, Jennifer
Subject: Waste Services - R & S VEHICLE LIST UPDATE

Thanks for your patience, Frank.

Business Name:R&S Waste Services, Inc. **License Number:**378

Total found :4

Vin	License Plate Number	State	Year	Decal Number	Decal Year	Model	Make
1M2AV17C3FM010921	14599MG	NY	2015	70523	2017	Dump	Mack
5VCACLSF7FH219422	61362MH	NJ	2015	70527	2017	XC32RL	Autocar
5VCACLSF0FH219424	61440MH	NJ	2015	70528	2017	ACX54	Autocar
5VCALLSF8FH219428	61363MH	NY	2015	70529	2017	AUTOCAR	MACK

Business Name:Waste Services, Inc. **License Number:**258

Total found :31

Vin	License Plate Number	State	Year	Decal Number	Decal Year	Model	Make
JHBNV8JT451S10155	95650MK	NY	2005	70516	2017	Dump	Hinoo
1M2K195C9YM015075	95651MK	NY	2000	70517	2017	Utility	Mack
1M2K195C4YM015078	69445MK	NY	2000	70518	2017	Utility	Mack
1M2K195C31M018057	9562MK	NY	2001	70519	2017	DUMP	MACK
1M2K195C83M021717	69441MK	NY	2003	70520	2017	Dump	Mack
5PVNJ8JV0E4S56375	69467MK	NY	2014	70522	2017	TR	Hino
1M2AV17C6EM010720	69533MK	NY	2014	70524	2017	DUMP	MACK
516M3LLE1EH217626	69578MK	NY	2014	70525	2017	ACM42	AUTO CAR
1M2AV17C8FM010896	69468MK	NY	2015	70526	2017	DUMP	MACK
1M2AX04C6CM012506	69442MK	NY	2012	70530	2017	DUMP	MACK
1M2AX04C4CM012505	69444MK	NY	2012	70531	2017	DUMP	MACK
1M2AX04C5CM011752	69443MK	NY	2012	70532	2017	Dump	Mack
1M2AG11C84M011272	69437MK	NY	4	70533	2017	UTIL	Mack
5VCACLF9AH210648	95649MK	NY	2010	70534	2017	DUMP	AUTO C
2NPLHZ7X37M739026	69503MK	NY	2007	70535	2017	UTILITY	PETERBILT
2FZMAZDE25AU04117	69398MK	NY	2005	70536	2017	DUMP	STERLING
1M2K189C65M027569	69399MK	NY	2005	70537	2017	DUMP	MACK
1M2K185C2M008405	93521MD	NY	2001	70539	2017	DUMP	MACK

1HTMKAAN14H612648	22378MG	NY	2004	70540	2017	Dump	Inter
1M2AV17C1FM010920	70131MG	NY	2015	70544	2017	Dump	Mack
1M2AV04C7FM012816	87583MJ	FL	2015	70545	2017	TK	MACK
1M2AV17C6FM010895	61445MG	NY	2015	70546	2017	DUMP	MACK
5VCACLSF6EH217482	70323MG	NY	2014	70547	2017	ACX64	AUTOCAR
5VCACLSF4FH219426	61275MH	NY	2015	70548	2017	DUMP	Autocar
5VCACLSF6FH219427	25180MH	NJ	2015	70549	2017	AUTOCAR	ACX64
1M2AX04C1FM024843	19472MH	NY	2015	70550	2017	Truck	MACK
5VCACLKF7AH210650	96842MG	NY	2010	70551	2017	DUMP	Autocar
5VCACLKF0AH210649	96843MG	NY	2010	70552	2017	TK	Autocar
1M2AV02CXGM013334	69580MK	FL	2016	70916	2017	TK	Mack
1M2AV04CXFM012812	69579MK	FL	2015	71001	2017	Dump	Mack
1M2K195CX2M020180	30113ME	NY	2002	71006	2017	DUMP	MACK

From: Frank Vetrano [mailto:Frank.Vetrano@wasteservices.net]

Sent: Monday, September 11, 2017 3:50 PM

To: Sheridan, Elaine

Subject: Waste Services

Elaine, good afternoon

Reference: Registrations

I'm emailing you 4 renewed registrations under Waste Services INC formerly under R & S Waste Services. Kindly update your records.

Sincerely

ATTACHMENT 5

Sheridan, Elaine

From: Frank Vetrano <Frank.Vetrano@wasteservices.net>
Sent: Friday, October 13, 2017 11:59 AM
To: Sheridan, Elaine
Subject: doc: Waste Services inc
Attachments: doc08894720171012172227.pdf

Elaine, good morning.

Ref: Vehicles to transfer from R & S Waste Services to Waste Services Inc

Please review, if you have any questions please call.

Sincerely

WASTE SERVICES

10/12/17

Waste Services, Inc. DOT: 1905346							
Make	Year	Model	VIN	State	License Plate #	Capacity	Truck #
HINO	2005	DUMP	JHBNV8J7451S10155	NY	95650MK	20yds	101
MACK	2000	DUMP	1M2K195C9YM015075	NY	95651MK	20yds	102
MACK	2000	DUMP	1M2K195C4YM015078	NY	69445MK	20yds	103
MACK	2001	DUMP	1M2K195C31M018057	NY	95652MK	25yds	104
MACK	2003	DUMP	1M2K195C83M021717	NY	69441MK	34yds	105
MACK	2002	DUMP	1M2K195CX2M020180	NY	30113ME	31yds	108
MACK	2001	DUMP	1M2K185C21M008405	NY	93521MD	31yds	109
HINO	2014	DUMP	5PVNJ8JV0E4S56375	NY	69467MK	12yds	142
MACK	2015	DUMP	1M2AV17C3FM010921	NY	95732MK	40yds	FL-50
MACK	2015	DUMP	1M2AV17C1FM010920	NY	70131MG	32yds	FL-51
MACK	2014	DUMP	1M2AV17C6EM010720	NY	69533MK	32yds	FL-52
MACK	2016	DUMP	1M2AV02CXGM013334	NY	69580MK	32yds	FL-53
MACK	2015	DUMP	1M2AV04C7FM012816	NY	87583MJ	32yds	G001
MACK	2015	DUMP	1M2AV04CXFM012812	NY	69579MK	32yds	G002
AUTOCAR	2014	DUMP	516M3LLE1EH217626	NY	69578MK	12yds	G-50
MACK	2015	DUMP	1M2AV17C6FM010895	NY	61445MG	28yds	G-51
MACK	2015	DUMP	1M2AV17C8FM010896	NY	69468MK	28yds	G-52
AUTOCAR	2014	DUMP	5VCACLSF6EH217482	NY	70323MG	32yds	G-53
AUTOCAR	2015	DUMP	5VCACLSF4FH219426	NY	25180MH	32yds	G-54
AUTOCAR	2015	DUMP	5VCACLSF6FH219427	NY	61275MH	32yds	G-55
AUTOCAR	2015	DUMP	5VCACLSF7FH219422	NY	95672MK	32yds	G-56
AUTOCAR	2015	DUMP	5VCACLSF0FH219424	NY	95673MK	32yds	G-57
AUTOCAR	2015	DUMP	5VCACLSF8FH219428	NY	95674MK	32yds	G-58
MACK	2012	DUMP	1M2AX04C6CM012506	NY	69442MK	40yds	RO1
MACK	2012	DUMP	1M2AX04C2CM012505	NY	69444MK	40yds	RO2
MACK	2012	DUMP	1M2AX04C5CM011752	NY	69443MK	40yds	RO4
MACK	2015	DUMP	1M2AX04C1FM024843	NY	19472MH	40yds	RO5
MACK	2004	DUMP	1M2AG11C84M011272	NY	69437MK	40yds	RO21
AUTOCAR	2010	DUMP	5VCACLKF7AH210650	NY	96842MG	30yds	SP240
AUTOCAR	2010	DUMP	5VCACLKF0AH210649	NY	96843MG	30yds	SP241
AUTOCAR	2010	DUMP	5VCACLKF9AH210648	NY	95649MK	30yds	SP242
PETER	2007	DUMP	2NPLHZ7X37M739026	NY	69503MK	20yds	TR 4
STERLING	2005	DUMP	2FZMAZDE25AU04117	NY	69398MK	40yds	TR 14
MACK	2005	DUMP	1M2K189C65M027569	NY	69399MK	31yds	TR 110

ELAINE,

UPDATE THESE 4 VEHICLES

REMOVE FROM R+S WASTE LIST

TRANSFER TO WASTE SERVICES INC

THANK YOU
Frank Velt

ATTACHMENT 6

7. Other than the Purchasing or Selling Businesses, does any individual/entity named on Schedules A, B or C possess a Solid Waste Commission license or registration or appear on any application for a Solid Waste Commission license or registration?

_____ NO _____ **X** YES ^[1]

Name of Individual/Entity	Name of Licensee/Registrant	License/Registration No(s).
JOSEPH F. SPIEZIO, III	ECSI America	N/A
JOSEPH F. SPIEZIO, III	R&S Waste Services	378

8. Did any individual/entity named on Schedules A, B or C possess a license from the Westchester County Department of Environmental Facilities (i.e., under former Chapter 826 of the Laws of Westchester County; hereinafter a "DEF license")?

_____ **X** NO _____ YES

Name of Individual/Entity	Name of Licensee/Registrant	License/Registration No(s).

9. Does/did any individual/entity named on Schedules A, B or C possess a New York State Department of Environmental Conservation (hereinafter "DEC") permit to operate any type of transfer station / processing facility / recyclables handling and recovery facility?

_____ **X** NO ^[2] _____ YES

Name of Individual/Entity	Name of Licensee/Registrant	License/Registration No(s).

[1] Certain of the Principals of the Purchasing Business are also Principals of unaffiliated entities that hold Solid Waste Commission licenses, including Action Carting Environmental Services, Inc. and Interstate Waste Services, Inc.

[2] Certain of the Principals of the Purchasing Business are also Principals of unaffiliated entities that hold NYDEC permits, including Action Carting Environmental Services, Inc. and Interstate Waste Services, Inc. In addition, Joseph Winters and Sean Winters are, or at certain times in the past were, Principals of Winters Bros. Waste Systems, Inc., Winters Bros. Recycling Corp., Winters Bros. Waste Systems of Long Island, LLC, Winters Bros. Recycling of Long Island, LLC, and Excel Recycling, LLC, each of which holds or held such NYSDEC permits for various facilities operating in the Long Island market.

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Selling Business

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10. Does/did any individual/entity named on Schedules A, B or C appear on any application for a license or registration for a DEF or DEC license? ^[3]

☒ NO ☐ YES

Name of Individual/Entity	Name of Licensee/Registrant	License/Registration No(s).

11. Will the Selling Business continue to operate in any manner after the sale?

☐ NO ☒ YES

a. In what type of business: The Selling Business will continue to operate the same business (specifically, solid waste hauling and recycling).

b. Will the Selling Business's name change after the sale? ☒ NO ☐ YES

New name, if any: _____

12. On Schedule D, identify all individuals who are expected to be principals of the Purchasing Business after the Sale closing. Denote with an asterisk each person who is not already listed on Schedule A. Provide each item of information requested on Schedule D.

13. On Schedule E, identify all individuals who are not already identified on Schedule A or D, who will have a beneficial interest in the Purchasing Business after the Sale or closing. Denote with an asterisk in the appropriate column those who will have a new beneficial interest as a result of the Sale. Provide each item of information requested on Schedule E.

14. Does/did any individual/entity identified on Schedules D or E possess a DEF license or Solid Waste Commission license or registration for operation of a waste or recyclables removal business? ☒ NO ^[4] ☐ YES

Name of Individual/Entity	Name of Licensee/Registrant	License/Registration No(s).

[3] See Footnote [2] above.

[4] See Footnote [1] above.

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15. Does/did any individual/entity identified on Schedules D or E appear in any application for a DEF license or Solid Waste Commission license or registration for operation of a waste or recyclables removal business? X NO^[5] YES

Name of Individual/Entity	Name of Licensee/Registrant	License/Registration No(s).

16. Does/did any individual/entity identified on Schedules D or E possess a DEC permit to operate any type of transfer station? X NO^[6] YES

Name of Individual/Entity	Name of Licensee/Registrant	License/Registration No(s).

17. Does/did any individual/entity identified on Schedules D or E appear on any DEC application for a permit to operate any type of transfer station? X NO^[7] YES

Name of Individual/Entity	Name of Licensee/Registrant	License/Registration No(s).

18. If there is any individual who will have any financial interest in the Purchasing Business or who will receive any other benefit as payment for this transaction and who has not been identified in answer to question 1-17, identify that person and describe the interest.

None.

19. On Schedule F, provide a list of employees (include each item of information requested therein) who have been employed by the Selling Business and who will be employed by the Purchasing Business after the closing of the sale.

[5] See Footnote [1] above.

[6] See Footnote [2] above.

[7] See Footnote [2] above.

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Selling Business

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20. What is the total purchase price? _____ (Attach copies of all documents related to the transaction.) *Copies of executed letters of intent are enclosed in the Confidential Envelope.
21. On Schedule G, provide a breakdown of the total purchase price by asset.
22. On Schedule H, identify all individuals/entities who will receive a payment or a benefit of any kind in connection with this transaction (including payments for the assets purchased such as covenants not to compete or payments of debts). Complete each item (where not applicable, mark "N.A.").
23. On Schedule I, identify all individuals/entities not already listed on Schedule H who will receive fees, other transactional payments, or any other such benefit of any kind in connection with this transaction (including, but not limited to, all fees for accounting, banking, investigation, brokerage, attorney, and other fees). Complete each item (where not applicable, mark "N.A.").
24. Did either the Purchasing Business or the Selling Business calculate the value of the asset(s) purchased or prepare a valuation report or document of any kind in connection with the sale? x NO YES. Attach a copy (if the submitting party seeks to have this document remain confidential, please request expressly). If the parties ever calculated the purchase price as a multiple of monthly sales, what was the multiple: _____.
25. If route(s) and/or stop(s) are to be purchased, on Schedule J identify in alphabetical order each customer and/or stop by customer name, providing each item of information requested on Schedule J (if the billing address is different from the pick-up location, provide both addresses). (Attach copies of each of the contracts between the customers and the Selling Business. Where the customer(s) do(es) not have a written contract with the Selling Business, Schedule I should so denote this with an asterisk.) To be provided by Selling Business in a separate sealed Confidential Envelope
26. If vehicles are to be purchased from the Selling Business to be used by the Purchasing Business in its solid waste business, on Schedule K identify such vehicles, providing each item of information requested therein.
27. On Schedule L, identify all sources of funding for the proposed purchase, including sources of any cash payments, including personal account information if applicable

NOTE: PARAGRAPH 14 OF THE CUSTOMER BILL OF RIGHTS (FOUND IN SECTION 826-A.402 OF THE LAWS OF WESTCHESTER COUNTY) PROVIDES, IN RELEVANT PART, THAT "THE SERVICE PROVIDER SHALL GIVE THE CUSTOMER NO LESS THAN . . . (ii.) SIXTY (60) DAYS NOTICE OF . . . CONTRACT ASSIGNMENT. UPON RECEIPT OF SUCH WRITTEN NOTICE, A CUSTOMER MAY TERMINATE ITS SERVICE CONTRACT, WITHOUT PENALTY, BY GIVING FOURTEEN (14) DAYS NOTICE TO THE SERVICE PROVIDER. SUCH NOTICE MAY BE GIVEN BY THE CUSTOMER AT ANY TIME PRIOR TO THE COMMENCEMENT OF . . . THE IMPLEMENTATION OF THE ASSIGNMENT . . ."

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 - Selling Business

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SCHEDULE A – PRINCIPALS OF PURCHASING BUSINESS

	PRINCIPAL #1	PRINCIPAL #2
NAME (include maiden name where applicable)	See attached consolidated Schedule.	
HOME ADDRESS(ES)		
HOME TELEPHONE NUMBERS (include beeper numbers, if applicable)		
FAX NUMBERS		
CELLULAR PHONE NUMBERS		
DATE OF BIRTH		
SOCIAL SECURITY NUMBER(S)		
BUSINESS ADDRESS(ES)		
BUSINESS TELEPHONE NUMBERS		
TITLE(S)		
FROM (DATE)		
TO (DATE)		
% OF OWNERSHIP		
NUMBER OF SHARES		
HOW OWNERSHIP INTEREST WAS ACQUIRED		
WHEN ACQUIRED		

TAX ID OR SS#:



Purchasing Business

Selling Business

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SCHEDULE B – PRINCIPALS OF SELLING BUSINESS

	PRINCIPAL #1	PRINCIPAL #2
NAME (include maiden name where applicable)	Joseph F. Spezio, III	
HOME ADDRESS(ES)		
HOME TELEPHONE NUMBERS (include beeper numbers, if applicable)		
FAX NUMBERS	914-992-8430	
CELLULAR PHONE NUMBERS		
DATE OF BIRTH	N/A	
SOCIAL SECURITY NUMBER(S)		
BUSINESS ADDRESS(ES)	444 EAST BOSTON POST ROAD, MAMARONECK, NY	
BUSINESS TELEPHONE NUMBERS	914-410-9080	
TITLE(S)	CHAIRMAN/CEO	
FROM (DATE)	2012	
TO (DATE)	PRESENT	
% OF OWNERSHIP	100	
NUMBER OF SHARES	100	
HOW OWNERSHIP INTEREST WAS ACQUIRED	PURCHASED	
WHEN ACQUIRED	11-2012	

TAX ID OR SS#:

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**SCHEDULE C – HOLDERS OF A BENEFICIAL INTEREST
IN THE SELLING BUSINESS**

	HOLDER #1	HOLDER #2
NAME (include maiden name where applicable)	N/A	
HOME ADDRESS(ES)		
HOME TELEPHONE NUMBERS (include beeper numbers, if applicable)		
FAX NUMBERS		
CELLULAR PHONE NUMBERS		
DATE OF BIRTH		
SOCIAL SECURITY NUMBER(S)		
NAME OF EMPLOYER (if not Selling Business)		
EMPLOYER ADDRESS(ES) AND TELEPHONE NUMBER(S) (INCLUDING CELLULAR, FAX AND BEEPER)		
IF EMPLOYED BY SELLING BUSINESS, JOB TITLE AND DATES DURING WHICH JOB WAS HELD		
NATURE AND % OF BENEFICIAL INTEREST IN SELLING BUSINESS		
HOW BENEFICIAL INTEREST WAS ACQUIRED (i.e., purchase, purchase price; inheritance, etc.)		
WHEN INTERST WAS ACQUIRED AND FROM WHOM		

TAX ID OR SS#:

☐ Purchasing Business
☐ Selling Business

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SCHEDULE D – PURCHASING BUSINESS PRINCIPALS ADDED AFTER SALE

	PRINCIPAL #1	PRINCIPAL #2
NAME (include maiden name where applicable)	See attached consolidated Schedule.	
HOME ADDRESS(ES)		
HOME TELEPHONE NUMBERS (include beeper numbers, if applicable)		
FAX NUMBERS		
CELLULAR PHONE NUMBERS		
DATE OF BIRTH		
SOCIAL SECURITY NUMBER(S)		
BUSINESS ADDRESS(ES)		
BUSINESS TELEPHONE NUMBERS		
TITLE(S)		
FROM (DATE)		
TO (DATE)		
% OF OWNERSHIP		
NUMBER OF SHARES		
HOW OWNERSHIP INTEREST WAS ACQUIRED		
WHEN ACQUIRED		

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Selling BusinessPAGE 10 OF 29 PAGES

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**SCHEDULE E – HOLDERS OF A BENEFICIAL INTEREST IN THE
PURCHASING BUSINESS AFTER SALE**

	HOLDER #1	HOLDER #2
NAME (include maiden name where applicable)	N/A	
HOME ADDRESS(ES)		
HOME TELEPHONE NUMBERS (include beeper numbers, if applicable)		
FAX NUMBERS		
CELLULAR PHONE NUMBERS		
DATE OF BIRTH		
SOCIAL SECURITY NUMBER(S)		
NAME OF EMPLOYER (if not Purchasing Business)		
EMPLOYER ADDRESS(ES) AND TELEPHONE NUMBER(S) (INCLUDING CELLULAR, FAX AND BEEPER)		
IF EMPLOYED BY PURCHASING BUSINESS, JOB TITLE AND DATES DURING WHICH JOB WAS HELD		
NATURE AND % OF BENEFICIAL INTEREST IN PURCHASING BUSINESS		
HOW BENEFICIAL INTEREST WAS ACQUIRED (i.e., purchase, purchase price; inheritance, etc.)		
WHEN INTERST WAS ACQUIRED AND FROM WHOM		

TAX ID OR SS#:

☐ - Purchasing Business
☐ - Selling Business

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SCHEDULE G – PRICE BREAKDOWN BY ASSET

PORTION OF PURCHASE PRICE	DESCRIPTION OF ASSET
80%	Customer Contracts
20%	Containers/Rolling Stock

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Selling BusinessPAGE 14 OF 29 PAGES

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SCHEDULE H – BREAKDOWN OF PAYMENTS & TERMS BY INDIVIDUAL

IDENTIFY PARTIES WHO WILL RECEIVE A BENEFIT AS A RESULT OF SALE	TOTAL TO BE RECEIVED BY INDIVIDUAL	WHAT IS THE PAYMENT FOR? (BREAKDOWN BY ASSET)	LUMP SUM	PERIODIC PAYMENT (TERMS)	STOCK, NOTE, CASH, OTHER (SPECIFY)
Waste Services, Inc.	[1]	Customer Accounts and equipment associated with operating those accounts.	[1]	n/a	Cash
Oak Ridge Waste and Recycling of CT, LLC	7 year non-competition and non-solicitation covenant in the geographic areas of the purchased routes with customer accounts.	In consideration for the purchase price for the Routes and associated assets.	n/a	n/a	Restrictive Covenant

[1] See LOI's in Confidential Envelope

TAX ID OR SS#: [REDACTED]

Purchasing Business
Selling Business

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SCHEDULE I – BREAKDOWN OF FEES & TERMS BY INDIVIDUAL

IDENTIFY PARTIES WHO WILL RECEIVE A BENEFIT AS A RESULT OF SALE	TOTAL TO BE RECEIVED BY INDIVIDUAL	WHAT IS THE FEE FOR?	LUMP SUM	PERIODIC PAYMENT (TERMS)	STOCK, NOTE, CASH, OTHER (SPECIFY)
Whiteman Osterman & Hanna LLP	TBD	Legal Services			Cash
Scarinci Hollenbeck, LLC	TBD	Legal Services			Cash

TAX ID OR SS#: [REDACTED]

Purchasing Business
Selling Business

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SCHEDULE J – CUSTOMERS PURCHASED

[illegible]

[1] See Customer List in Confidential Envelope

Purchasing Business	
Selling Business	

TAX ID OR SS#:

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SCHEDULE L – IDENTIFY SOURCES OF FUNDING FOR PROPOSED SALE

Source of Funding: Assets and revenue of
Purchasing Business, including funds available
under its credit facilities with its principal lender.

TAX ID OR SS#:

☐ Purchasing Business
☐ Selling Business

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RELEASE AUTHORIZATION

To all Courts, Probation Departments, Employers, Educational Institutions, Banks, Financial and other Such Institutions, and all Governmental Agencies – federal, state or local without exception both foreign and domestic.

I John Decker hereby authorize you to release any and all
(individual's name)
information, documentary or otherwise, pertaining to me, or any company related to me,
including Oak Ridge Waste and Recycling of CT, LLC, as requested by an employee, agent or
(business name)
representative of the Westchester County Solid Waste Commission.

I further expressly authorize the Solid Waste Commission to review and/or audit any books, records, or financial documents requested by the Solid Waste Commission from the date of the closing of this transaction to a date three years after the last payment to anyone as a result of this transaction.

This authorization shall supersede and countermand any prior request or authorization to the contrary. A photostatic copy of this authorization will be considered as effective and valid as the original.


(Signature)

John Decker
(Typed or printed name)

Sworn and subscribed to
Before me this 3rd day
of December, 2018.


Notary Public

Colleen A. Bartini
Notary Public, State of New York
Qualified in Albany County
No. 018A6261710
Commission Expires May 14, 2020

TAX ID OR SS#: 

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CERTIFICATION

This certification must be completed before a notary public by the Purchasing and Selling Businesses, each principal of the Purchasing and Selling Businesses, and each individual who receives or expects to receive any financial or other remuneration or compensation of any kind as a result of the sale (including those who expect to receive fees as a result of the sale). Certifications must be notarized when signed.

A MATERIAL FALSE STATEMENT OR OMISSION MADE IN CONNECTION WITH THIS APPLICATION IS SUFFICIENT CAUSE FOR DENIAL OR REVOCATION OF A SOLID WASTE LICENSE OR REGISTRATION. IN ADDITION, SUCH FALSE SUBMISSION MAY SUBJECT THE PERSON AND/OR ENTITY MAKING THE FALSE STATEMENT TO CRIMINAL CHARGES.

I John Decker (full name), being duly sworn, state:

That I am Chief Executive Officer (title) of Oak Ridge Waste and Recycling of CT, LLC; and

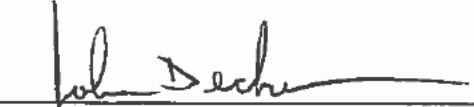
That I have read and understood the questions contained in the attached application and its attachments, which consists of _____ pages and;

That to the best of my knowledge the information given in response to each question and in the attachments is full, complete and truthful; and

That the Westchester County Solid Waste Commission may by any means they deem appropriate, determine the accuracy and truth of the statements made in this application; and

That I hereby consent to any review and/or audit of books, records, or any other financial or transactional documents requested by the Solid Waste Commission from the date of the closing of this transaction to a date three years after the last payment to anyone as a result of this transaction; and

That all the information submitted is for the express purpose of inducing the Solid Waste Commission to permit the transaction as outlined herein to proceed.


(Signature of Party)

Sworn and subscribed to
Before me this 30 day
Of December, 2018


Notary Public

Colleen A. Bartini
Notary Public, State of New York
Qualified in Albany County
No. 01BA8261710
Commission Expires May 14, 2020

TAX ID OR SS#: [REDACTED]

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SWC 7/2017

CERTIFICATION

This certification must be completed before a notary public by the Purchasing and Selling Businesses, each principal of the Purchasing and Selling Businesses, and each individual who receives or expects to receive any financial or other remuneration or compensation of any kind as a result of the sale (including those who expect to receive fees as a result of the sale). Certifications must be notarized when signed.

A MATERIAL FALSE STATEMENT OR OMISSION MADE IN CONNECTION WITH THIS APPLICATION IS SUFFICIENT CAUSE FOR DENIAL OR REVOCATION OF A SOLID WASTE LICENSE OR REGISTRATION. IN ADDITION, SUCH FALSE SUBMISSION MAY SUBJECT THE PERSON AND/OR ENTITY MAKING THE FALSE STATEMENT TO CRIMINAL CHARGES.

I Brian D'Amico (full name), being duly sworn, state:

That I am Chairman and Manager (title) of Oak Ridge Waste and Recycling of CT, LLC; and

That I have read and understood the questions contained in the attached application and its attachments, which consists of _____ pages and;

That to the best of my knowledge the information given in response to each question and in the attachments is full, complete and truthful; and

That the Westchester County Solid Waste Commission may by any means they deem appropriate, determine the accuracy and truth of the statements made in this application; and

That I hereby consent to any review and/or audit of books, records, or any other financial or transactional documents requested by the Solid Waste Commission from the date of the closing of this transaction to a date three years after the last payment to anyone as a result of this transaction; and


That all the information submitted is for the express purpose of inducing the Solid Waste Commission to permit the transaction as outlined herein to proceed.


(Signature of Party)

Sworn and subscribed to
Before me this 3 day
Of December, 200 2018


Notary Public

JENNIFER L. ROZEWICZ
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN ERIE COUNTY
My Commission Expires May 26, 2019

TAX ID OR SS#: 

PAGE 22 OF 29 PAGES

SWC 7/2017

RELEASE AUTHORIZATION

To all Courts, Probation Departments, Employers, Educational Institutions, Banks, Financial and other Such Institutions, and all Governmental Agencies – federal, state or local without exception both foreign and domestic.

I Brian D'Amico hereby authorize you to release any and all
(individual's name)
information, documentary or otherwise, pertaining to me, or any company related to me,
including Oak Ridge Waste and Recycling of CT, LLC, as requested by an employee, agent or
(business name)
representative of the Westchester County Solid Waste Commission.

I further expressly authorize the Solid Waste Commission to review and/or audit
any books, records, or financial documents requested by the Solid Waste Commission
from the date of the closing of this transaction to a date three years after the last payment
to anyone as a result of this transaction.

This authorization shall supersede and countermand any prior request or
authorization to the contrary. A photostatic copy of this authorization will be considered
as effective and valid as the original.



(Signature)

Brian D'Amico

(Typed or printed name)

Sworn and subscribed to
Before me this 3 day
of December, 2000 2018



Notary Public

JENNIFER L. ROZEMCZ
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN ERIE COUNTY
My Commission Expires May 26, 2019

TAX ID OR SS#: [REDACTED]

PAGE 23 OF 29 PAGES

SWC 7/2017

RELEASE AUTHORIZATION

To all Courts, Probation Departments, Employers, Educational Institutions, Banks, Financial and other Such Institutions, and all Governmental Agencies – federal, state or local without exception both foreign and domestic.

I Michael Brennan hereby authorize you to release any and all
(individual's name)
information, documentary or otherwise, pertaining to me, or any company related to me,
including Oak Ridge Waste and Recycling of CT, LLC, as requested by an employee, agent or
(business name)
representative of the Westchester County Solid Waste Commission.

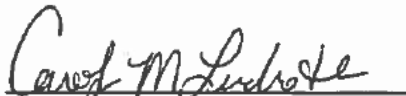
I further expressly authorize the Solid Waste Commission to review and/or audit
any books, records, or financial documents requested by the Solid Waste Commission
from the date of the closing of this transaction to a date three years after the last payment
to anyone as a result of this transaction.

This authorization shall supersede and countermand any prior request or
authorization to the contrary. A photostatic copy of this authorization will be considered
as effective and valid as the original.


(Signature)

Michael Brennan
(Typed or printed name)

Sworn and subscribed to
Before me this 3 day
of December, 20008.


Notary Public # 149822

TAX ID OR SS#: 

PAGE 24 OF 29 PAGES

SWC 7/2017

CERTIFICATION

This certification must be completed before a notary public by the Purchasing and Selling Businesses, each principal of the Purchasing and Selling Businesses, and each individual who receives or expects to receive any financial or other remuneration or compensation of any kind as a result of the sale (including those who expect to receive fees as a result of the sale). Certifications must be notarized when signed.

A MATERIAL FALSE STATEMENT OR OMISSION MADE IN CONNECTION WITH THIS APPLICATION IS SUFFICIENT CAUSE FOR DENIAL OR REVOCATION OF A SOLID WASTE LICENSE OR REGISTRATION. IN ADDITION, SUCH FALSE SUBMISSION MAY SUBJECT THE PERSON AND/OR ENTITY MAKING THE FALSE STATEMENT TO CRIMINAL CHARGES.

I Michael Brennan (full name), being duly sworn, state:

That I am Chief Operating Officer (title) of Oak Ridge Waste and Recycling of CT, LLC; and


That I have read and understood the questions contained in the attached application and its attachments, which consists of _____ pages and;

That to the best of my knowledge the information given in response to each question and in the attachments is full, complete and truthful; and

That the Westchester County Solid Waste Commission may by any means they deem appropriate, determine the accuracy and truth of the statements made in this application; and


That I hereby consent to any review and/or audit of books, records, or any other financial or transactional documents requested by the Solid Waste Commission from the date of the closing of this transaction to a date three years after the last payment to anyone as a result of this transaction; and

That all the information submitted is for the express purpose of inducing the Solid Waste Commission to permit the transaction as outlined herein to proceed.


(Signature of Party)

Sworn and subscribed to
Before me this 3 day
Of December, 2008


Notary Public #149822

TAX ID OR SS#: 

PAGE 25 OF 29 PAGES

SWC 7/2017

RELEASE AUTHORIZATION

To all Courts, Probation Departments, Employers, Educational Institutions, Banks, Financial and other Such Institutions, and all Governmental Agencies – federal, state or local without exception both foreign and domestic.

I Kenneth Mai hereby authorize you to release any and all
(individual's name)
information, documentary or otherwise, pertaining to me, or any company related to me,
including Oak Ridge Waste and Recycling of CT, LLC, as requested by an employee, agent or
(business name)
representative of the Westchester County Solid Waste Commission.

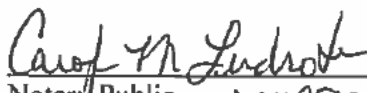
I further expressly authorize the Solid Waste Commission to review and/or audit
any books, records, or financial documents requested by the Solid Waste Commission
from the date of the closing of this transaction to a date three years after the last payment
to anyone as a result of this transaction.

This authorization shall supersede and countermand any prior request or
authorization to the contrary. A photostatic copy of this authorization will be considered
as effective and valid as the original.


(Signature)

Kenneth Mai
(Typed or printed name)

Sworn and subscribed to
Before me this 3 day
of December, 2008.


Notary Public 149822

TAX ID OR SS#: 

PAGE 26 OF 29 PAGES

SWC 7/2017

CERTIFICATION

This certification must be completed before a notary public by the Purchasing and Selling Businesses, each principal of the Purchasing and Selling Businesses, and each individual who receives or expects to receive any financial or other remuneration or compensation of any kind as a result of the sale (including those who expect to receive fees as a result of the sale). Certifications must be notarized when signed.

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I Kenneth Mai (full name), being duly sworn, state:

That I am Chief Financial Officer (title) of Oak Ridge Waste and Recycling of CT, LLC; and

That I have read and understood the questions contained in the attached application and its attachments, which consists of _____ pages and;

That to the best of my knowledge the information given in response to each question and in the attachments is full, complete and truthful; and

That the Westchester County Solid Waste Commission may by any means they deem appropriate, determine the accuracy and truth of the statements made in this application; and

That I hereby consent to any review and/or audit of books, records, or any other financial or transactional documents requested by the Solid Waste Commission from the date of the closing of this transaction to a date three years after the last payment to anyone as a result of this transaction; and

That all the information submitted is for the express purpose of inducing the Solid Waste Commission to permit the transaction as outlined herein to proceed.

Kenneth W Mai
(Signature of Party)

Sworn and subscribed to
Before me this 3 day
Of December, 2008

Carol M Lindroth
Notary Public +149822

TAX ID OR SS# [REDACTED]

PAGE 27 OF 29 PAGES

SWC 7/2017

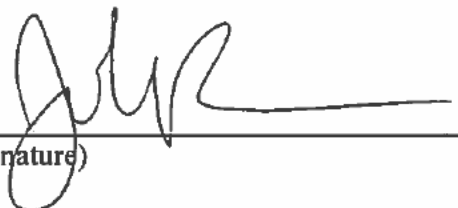
RELEASE AUTHORIZATION

To all Courts, Probation Departments, Employers, Educational Institutions, Banks, Financial and other Such Institutions, and all Governmental Agencies – federal, state or local without exception both foreign and domestic.

I John Collins hereby authorize you to release any and all
(individual's name)
information, documentary or otherwise, pertaining to me, or any company related to me,
including Oak Ridge Waste and Recycling of CT, LLC, as requested by an employee, agent or
(business name)
representative of the Westchester County Solid Waste Commission.

I further expressly authorize the Solid Waste Commission to review and/or audit any books, records, or financial documents requested by the Solid Waste Commission from the date of the closing of this transaction to a date three years after the last payment to anyone as a result of this transaction.

This authorization shall supersede and countermand any prior request or authorization to the contrary. A photostatic copy of this authorization will be considered as effective and valid as the original.


(Signature)

John Collins
(Typed or printed name)

Sworn and subscribed to
Before me this 3 day
of December, 2000 2018


Notary Public

JENNIFER L. ROZEWICZ
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN ERIE COUNTY
My Commission Expires May 28, 2019

TAX ID OR SS#: 

PAGE 28 OF 29 PAGES

SWC 7/2017

CERTIFICATION

This certification must be completed before a notary public by the Purchasing and Selling Businesses, each principal of the Purchasing and Selling Businesses, and each individual who receives or expects to receive any financial or other remuneration or compensation of any kind as a result of the sale (including those who expect to receive fees as a result of the sale). Certifications must be notarized when signed.

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I John Collins (full name), being duly sworn, state:

That I am Secretary (title) of Oak Ridge Waste and Recycling of CT, LLC; and

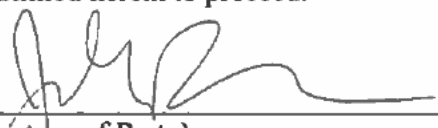
That I have read and understood the questions contained in the attached application and its attachments, which consists of _____ pages and;

That to the best of my knowledge the information given in response to each question and in the attachments is full, complete and truthful; and

That the Westchester County Solid Waste Commission may by any means they deem appropriate, determine the accuracy and truth of the statements made in this application; and

That I hereby consent to any review and/or audit of books, records, or any other financial or transactional documents requested by the Solid Waste Commission from the date of the closing of this transaction to a date three years after the last payment to anyone as a result of this transaction; and

That all the information submitted is for the express purpose of inducing the Solid Waste Commission to permit the transaction as outlined herein to proceed.


(Signature of Party)

Sworn and subscribed to
Before me this 3 day
Of December, 2002018


Notary Public

JENNIFER L. ROZEWICZ
NOTARY PUBLIC, STATE OF NEW YORK
QUALIFIED IN ERIE COUNTY
My Commission Expires May 26, 2019

TAX ID OR SS#:

PAGE 29 OF 29 PAGES

SWC 7/2017

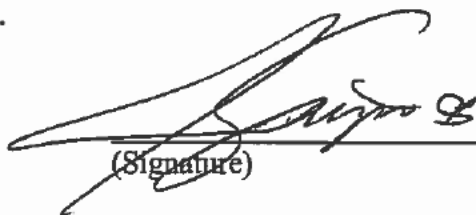
RELEASE AUTHORIZATION

To all Courts, Probation Departments, Employers, Educational Institutions, Banks, Financial and other Such Institutions, and all Governmental Agencies – federal, state or local without exception both foreign and domestic.

I JOSEPH F. SPIEZIO, III hereby authorize you to release any and all
(individual's name)
information, documentary or otherwise, pertaining to me, or any company related to me,
including WASTE SERVICES INC, as requested by an employee, agent or
(business name)
representative of the Westchester County Solid Waste Commission.

I further expressly authorize the Solid Waste Commission to review and/or audit any books, records, or financial documents requested by the Solid Waste Commission from the date of the closing of this transaction to a date three years after the last payment to anyone as a result of this transaction.

This authorization shall supersede and countermand any prior request or authorization to the contrary. A photostatic copy of this authorization will be considered as effective and valid as the original.


(Signature)

JOSEPH F. SPIEZIO, III

(Typed or printed name)

Sworn and subscribed to
Before me this 30th day
of November, 2008.


Notary Public

TERESA FIGARONE
Notary Public, State of New York
ID: C124004004
Qualified in Westchester County
Expires Dec. 30, 2014

TAX ID OR SS#: 

PAGE 23 OF 24 PAGES

CERTIFICATION

This certification must be completed before a notary public by the Purchasing and Selling Businesses, each principal of the Purchasing and Selling Businesses, and each individual who receives or expects to receive any financial or other remuneration or compensation of any kind as a result of the sale (including those who expect to receive fees as a result of the sale). Certifications must be notarized when signed.

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I JOSEPH F. SPIEZIO, III (full name), being duly sworn, state:

That I am CHAIRMAN/CEO (title) of WASTE SERVICES INC; and


That I have read and understood the questions contained in the attached application and its attachments, which consists of 24 pages and;

That to the best of my knowledge the information given in response to each question and in the attachments is full, complete and truthful; and

That the Westchester County Solid Waste Commission may by any means they deem appropriate, determine the accuracy and truth of the statements made in this application; and

That I hereby consent to any review and/or audit of books, records, or any other financial or transactional documents requested by the Solid Waste Commission from the date of the closing of this transaction to a date three years after the last payment to anyone as a result of this transaction; and

That all the information submitted is for the express purpose of inducing the Solid Waste Commission to permit the transaction as outlined herein to proceed.


(Signature of Party)

Sworn and subscribed to
Before me this 30 day
Of November, 2008


Notary Public

TERESA DICARMINO
Notary Public, State of New York
No. C1D13094364
Qualified in Westchester County
Notary Expires Dec. 20, 2012

TAX ID OR SS#: [REDACTED]

ATTACHMENT 7



November 15, 2018

Joseph F. Spiezio, III, JD
Waste Services, Inc.
444 E. Boston Post Road
Mamaroneck, NY 10543

Re: Letter of Intent

Dear Mr. Spiezio:

The purpose of this letter is to set forth our mutual intentions with respect to a proposed transaction in which Oak Ridge Waste and Recycling Services of CT, LLC or its affiliates (hereinafter referred to as "*Oak Ridge*" or "*Buyer*"), would purchase certain assets related to the "Roll Off Business" conducted by Waste Services, Inc. (herein referred to as "*Waste Services*", "*Company*" or "*Seller*") subject to the following terms and conditions:

1. Transaction.

(a) Transaction Structure. The Transaction will be structured as a purchase by Buyer of certain Assets (as defined below) of the Business (as defined below) at the Closing (as defined below).

(b) Assets of Business. At Closing, the Seller shall transfer substantially all of the assets relating to, used or useful in the Roll Off Business or used or useful in the collection, and disposal of non-hazardous, construction and demolition, material for certain customers in Northern Westchester and Putnam Counties and (herein, the "*Business*"), including, without limitation, the following (collectively, the "*Assets*"):

- (i) All existing and necessary equipment presently used to operate the Roll Off Business
- (ii) All equipment of any kind utilized to operate the Roll Off Business, and including, one 2010 Sterling Roll Off truck;
- (iii) All containers of any size and type used to service the Roll Off customers
- (iv) any prepaid assets and unbilled receivables;

- (v) full and complete active and historical customer lists;
- (vi) any contracts in relation to such customers;
- (vii) all goodwill associated therewith together with any other assets necessary to the operation of the Business.

(c) Acquisition Agreement.

- (1) Neither Seller nor Buyer shall be obligated to consummate the Transaction as contemplated hereby unless and until the parties have executed a definitive purchase agreement to include all the essential terms and conditions of the Transaction (the "*Acquisition Agreement*").
- (2) The Acquisition Agreement will include, among other key terms, customary representations, warranties and covenants, including a five (5) year non-competition and a seven (7) year non-solicitation covenant covering a restricted territory consisting of Westchester and Putnam Counties in the State of New York and fifty (50) air miles of any place of business maintained by the Buyer or any of its affiliates, applicable to the Seller and Seller Principals (as defined below). The non-competition and non-solicitation covenant will be more specifically defined in the Acquisition Agreement and reflect Seller's retained customers and routes.
- (3) Such other terms, conditions and provisions reasonable and customary for transactions of the nature contemplated by this Letter.
- (4) The Acquisition Agreement will set forth the Seller's and the Seller's owner(s), Joseph F. Spiezio, III, and any other parties as necessary (the "*Seller Principals*") obligations to provide customary indemnification with respect to general representations and warranties for a period to be agreed upon, as well as indemnification for known liabilities as of the Closing.

(d) Assumed Liabilities. The Buyer will not assume any liabilities related to the Assets or the Business. At or prior to the Closing, Seller shall be responsible for the discharge in full of all liabilities related to the Assets and Business.

(e) Post-Closing Cooperation. To the extent reasonably requested by Buyer to transfer customers, contracts, accounts and other Assets, Seller and Seller Principal shall provide reasonable assistance to Buyer for a period of up to one hundred and eighty (180) days following the Closing.

2. Consideration. The total consideration for the Business shall be Five Hundred Thousand (\$550,000) (the "*Purchase Price*"), of which Three Hundred and Fifty Thousand Dollars (\$350,000) shall be paid to Seller at Closing in cash or immediately available funds. The remainder of the Purchase Price, Two Hundred Dollars (\$200,000), shall be held in escrow. The Purchase Price shall be subject to adjustment as set forth in Paragraph 3 below.

3. **Revenue Adjustment.** Within 30 days following the six-month anniversary of the Closing, Buyer shall verify the amount of Revenue (defined as billable revenue) generated by the Business ("**Revenue**") for the 180-day period immediately following the date of the Closing (the "**Adjustment Period**"). If the amount of Revenue for verified active customers for the 180-day period immediately following the Closing equals or exceeds Three Hundred and Twenty Five Thousand Dollars (\$325,000.00), no adjustments will be made to the Purchase Price under this Paragraph 3. If the amount of Revenue for the Adjustment Period is less than Three Hundred and Twenty Five Thousand Dollars (\$325,000.00), then the balance of the Purchase Price payable to Seller shall be reduced by an amount equal to Three Hundred and Twenty Five Thousand Dollars (\$325,000.00) less the actual Revenue during the Adjustment Period multiplied by 2.0x.

Within 30 days following the six-month anniversary of the Closing, any adjustment to the Purchase Price required by Paragraph 3 of this Letter shall be agreed upon between Buyer and Seller, with any adjustment coming from the escrow established at the Closing. Such escrow adjustment shall also include the total amount of indemnification claims (if any) pending against Seller or Seller Principal under the Acquisition Agreement (if any). To the extent that the revenue adjustment exceeds the amount available in the escrow account (as reduced by the indemnification claims described in the preceding sentence), Seller shall pay the amount of such excess to Buyer in cash.

4. **Due Diligence Review; Access.** Among other conditions, the Buyer's determination to proceed with a Closing is based on (i) executing the Acquisition Agreement and related definitive agreements, and (ii) successful completion of the due diligence investigation including, but not limited to, an environmental review, an equipment inspection, and other such items as Buyer may reasonably require. Seller will permit Buyer and its agents full access to the Assets and to the Business, including but not limited to, relevant books, records and personnel files of the Company, and will furnish to Buyer such financial data, operating data, and other information as it may reasonably request.

5. **Closing.** The closing of the Transaction (the "**Closing**") will occur promptly following the satisfaction of all closing conditions set forth in the Acquisition Agreement. Such conditions include, but are not limited to:

(a) Satisfactory completion of the due diligence review described in Paragraph 4 of this Letter;

(b) Between the date of this Letter and the Closing, the Company shall have operated in a normal and customary manner, and there shall have been no material losses, costs or expenses, or other material adverse change in any of them or their respective prospects;

(c) Any necessary third-party consents, governmental approvals (including, without limitation, the approval of the Westchester County Solid Waste Commission), or such other consents reasonably requested by the Buyer shall have been obtained if required.

(d) Execution of non-compete agreements at the Closing, satisfactory to Buyer;

(e) Discharge of any liabilities, as required; and

(f) Buyer shall have been issued a Right of First Refusal ("ROFR") on all collection, processing, hauling or brokering of solid waste and recycling business of Seller and/or Seller Principal in the State of New York not encumbered under a commitment of sale to a third party.

6. **Exclusive Negotiating Period.** During the period commencing on the execution of this Letter and ending 90 days thereafter (the "*No-Shop Period*"), neither Seller Principal nor the Company shall directly or indirectly, (i) offer to sell, (ii) solicit any offer to purchase, or (iii) engage in any negotiations or discussions with any person or other party other than Buyer relating to the purchase, sale, lease, license, or other disposition of any part of the Business, capital stock of the Seller, or the Assets directly or indirectly, by merger or otherwise.

7. **News Releases; Confidentiality.** Except as otherwise required by law or as agreed by the parties, (a) neither Buyer nor Seller, nor any person affiliated with any of them, will issue a news release or other announcement concerning the Transaction without the prior approval of the other party, and (b) the existence and terms of this Letter shall be kept confidential. If the Transaction contemplated by this Letter is not consummated, each of the parties will return to the other all materials containing or reflecting information provided to such party.

8. **Conduct of Business.** Until the Closing, Seller and the Seller Principal will (i) cause the Business to be conducted in a reasonable and prudent manner in accordance with past practices, industry standards, regulatory requirements and will use its best efforts to preserve the Company's existing business and relationships with its employees, customers, suppliers and others, and (ii) maintain the Company's equipment in good operating condition and in compliance with applicable Federal and State Department of Transportation rules and regulations, and will otherwise preserve and protect its properties.

9. **Brokers.** Neither the Seller Principals nor the Seller have engaged a broker, finder or other person who may be entitled to a commission or fee by reason of the Transaction. Seller Principals and Seller shall indemnify Buyer from and against any claims for any such commissions or fees.

10. **Termination.** If the parties have not executed a definitive Acquisition Agreement on or by the end of the No-Shop Period, this Letter shall allow for termination at either party's discretion, subject to the survival of certain provisions as set forth in Paragraph 11 below.

11. **Limitation on Obligations of Parties.** This Letter sets forth the intent of the parties only and does not purport to include all of the essential terms of the Transaction which will be outlined in the Acquisition Agreement and related definitive agreements. Except for the obligations set forth under Paragraphs 4 through 13 hereof, this Letter is not an offer to buy or a legally binding agreement to sell and does not otherwise constitute or give rise to any legally binding obligation on the part of either Seller or Buyer. Except as otherwise expressly set forth herein, any agreement between the parties will become binding only at such time as an Acquisition Agreement, satisfactory in form and substance to both parties and their respective counsel, is executed and delivered by the parties. Upon termination of this Letter as provided herein, neither party shall have any obligation to the other relating to the subject matter hereof or arising there from, except the obligations set forth in Paragraphs 6, 7, 9, 11, 12 and 13 hereof.

12. Expenses. Seller and the Buyer shall each be responsible for payment of their own expenses with respect to the negotiation of this Letter, the negotiation of the Acquisition Agreement, and the closing of the Transaction contemplated herein.

13. Governing Law. This Letter shall be construed in accordance with the laws of the State of New York, without giving effect to any choice of law provision or rule.

We sincerely appreciate your time, efforts and patience as we have worked to reach this offer and developed this Letter. Please indicate your acceptance of the terms of this Letter by signing where indicated below and returning a copy of this Letter to us by the end of business on November 15, 2018.

[Signature Page Follows]

Sincerely,

Oak Ridge Waste and Recycling Services of CT, LLC

By: 

John Decker

Title: Managing Partner & CEO

Date: 11-17-18

Accepted and Agreed to this 17 day of November, 2018

Waste Services IV, Inc.

By: 

Name: Joseph F. Spiezio, III, JD

Title: Chairman/CEO